

18844-E

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL  
URBAN A. LESTER

December 12, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Reassignment of Leases, dated as of December 1, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Memorandum of Lease duly filed with the Commission under Recordation Number 18844.

The names and addresses of the parties to the enclosed document are:

Assignor : BA Leasing & Capital Corporation  
Four Embarcadero Center, Suite 1200  
San Francisco, California 9411

Assignee : First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Reassignment.

The Reassignment is being made by the Assignor pursuant to the Assignment, Assumption and Release Agreement, dated as of December 1, 1995, which has been filed under Recordation Number 18576-A.

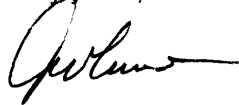
Counterparts -  
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Mr. Vernon A. Williams  
December 12, 1995  
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg  
Enclosures

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MEMORANDUM OF REASSIGNMENT OF LEASES dated as of December 1, 1995, made by BA Leasing & Capital Corporation, a California corporation (the "Assignor").

WHEREAS ACF Industries, Incorporated (the "Lessor") has entered into certain leases specified under the heading "Car Service Contract No." in Exhibit A hereto (the "Leases") with the lessor covering the railroad equipment and number in said Exhibit

ark

WHEREAS a memorandum recorded with the Interstate section 11303 of Title 49 of the United States Code date specified in Exhibit B recordation number specified

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WHEREAS the Lessor title, and interest in and to the proceeds thereof and certain other collateral to the Assignor pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993 (the "Security Agreement"); and

the

WHEREAS a memorandum of such assignment has been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code; and

WHEREAS the Assignor is assigning all of its right, title, and interest in and to the Leases, the Equipment, the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement to First Security Bank of Utah, National Association, as trustee (the "Assignee"), pursuant to that certain Assignment, Assumption and Release Agreement dated as of December 1, 1995, among Assignor, Assignee and Lessor.

IN WITNESS WHEREOF, the Assignor wishes to show for the public record the assignment of the Leases, the Equipment and the proceeds thereof and the other collateral specified in the memorandum relating to the Security Agreement, and accordingly has caused this memorandum to be executed by one of its officers thereunto duly authorized, as of the date first above written.

BA LEASING & CAPITAL CORPORATION

by 

Name: Gareld R. Gray II

Title: Vice President

STATE OF NEW YORK

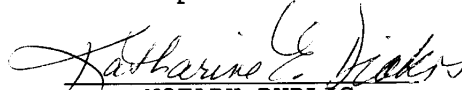
)

SS.:

COUNTY OF NEW YORK

)

On this <sup>7<sup>TH</sup></sup> day of ~~November~~ <sup>DECEMBER</sup>, 1995, before me personally appeared Gareld R. Gray, II, to me personally known, who, by me being duly sworn, says that he is a Vice President of BA Leasing & Capital Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
NOTARY PUBLIC

My commission expires

KATHARINE E. DIAKOS  
Notary Public, State of New York  
No. 01D15050543  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires October 10, 1997

## EXHIBIT A

<b>Lessee</b>	<b>Car Service Contract #</b>	<b>Identifying Numbers</b>	<b>Number of Cars</b>	<b>AAR Designator</b>
HICKSON KERLEY, INC.	6042	ACFX 83145	1	T015
HICKSON KERLEY, INC.	6042	ACFX 83149	1	T015
HICKSON KERLEY, INC.	6042	ACFX 83158	1	T015

EXHIBIT B

Lessee: HICKSON KERLEY, INC.

Date of Recordation: 6/9/94

Recordation Number: 18844

[RICE--ATTY/EXB.WPF/22D/4265]

RECORDATION NO. 18523-B  
FILED 1425  
MAR 10 1997 2:35 PM

NOTICE

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for  
ACF Industries, Incorporated

District of Columbia     )  
                                      )     ss.  
City of Washington        )

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,  
NOTARY PUBLIC

My Commission expires: 3-31-2000



18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	